

PADINI HOLDINGS BERHAD (50202-A)

CODE OF CONDUCT FOR MEMBERS OF THE BOARD

A SET OF ETHICAL BEHAVIOURS AND CONDUCT

This Code covers three main areas:

- Corporate Governance
- Relationships with stakeholders, and
- Social responsibilities

Corporate Governance

The Malaysian Code on Corporate Governance (“MCCG”), together with the amendments made in tandem to Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, have already established a wide range of behaviours that will focus on the role of directors as active and responsible fiduciaries. As stewards of the Company, the Board should not just drive the business for financial excellence, it has to also ensure that the operations of the Group are conducted in compliance with existing laws and ethical values. In carrying out its fiduciary duties, directors are reminded to act at all times with utmost good faith and honesty for the good of the Company.

Relationships with stakeholders

Despite its fiduciary duty, directors are also reminded that the interests of other stakeholders must also be given due consideration when board members carry out their duties and responsibilities. Shareholders, employees, creditors and customers are parties that are most likely to be impacted by decisions made by the Board and as such the Board has certain moral obligations to these parties so that their interests are promoted and protected.

Social responsibilities

The Board should conduct itself so that its actions and the activities of the Company are always in compliance with the laws of the country not only just so that they are in accord with the letter of the law but also in spirit.

The Board should also nurture a sense of corporate social responsibility among its staff and should whenever within its means do more to promote activities that will reduce waste and pollution, use resources more effectively, and benefit the community.